

**Nevada City Community Broadcast Group (KVMR)
Board of Directors Regular Meeting
Conducted by Internet via Zoom Application
August 24, 2020 - 6:30 p.m.
Approved Minutes by Carrie McDowall, Board Scribe**

CALL TO ORDER

The Regular Meeting of August 24, 2020 of the Board of Directors of the Nevada City Community Broadcast Group (KVMR) was called to order virtually at 6:31 p.m. using the Zoom Meeting Application.

ROLL CALL

President Franco called the roll and verified a quorum present.

PRESENT: Directors Cameron Brady (Vice President), Maureen Boyle (Treasurer), Barbara Brenner (Secretary), David Franco (President), Paula Galindo, Diane McIntire, Rick Sharkey, and Lew Sitzer

ABSENT: None

STAFF PRESENT: Ali Lightfoot, General Manager (GM)

GUESTS: Board Candidates, Regine Wilson, Del Phoenix-Wilcox and Peter Grossman. Prospective Board Member, Brian Terhorst.

MISSION STATEMENT

President Franco read into the record the KVMR Mission Statement.

REVIEW AND APPROVAL OF AGENDA

Motion by Director Brenner to approve the agenda with addition of a closed session if needed, seconded by Director Sitzer, and carried unanimously, 8-0-1-0, approving the agenda as submitted and revised.

ROLL CALL UPDATE

Director Elisa Parker joined the meeting at 6:42.

APPROVAL OF MINUTES

Motion by Director Sitzer, seconded by Director McIntire, and carried unanimously, 9-0-0-0, approving the Minutes of the KVMR Board of Directors Regular Meeting of July 27, 2020 as submitted.

APPROVAL OF ACTION WITHOUT MEETING

Motion by Director Brenner, seconded by Director McIntire, and carried unanimously, 9-0-0-0 to approve the Summary of Action Without Meeting confirming Board approval of changes to Articles 5, Sections 2, B and D of the Bylaws of the Nevada City Community Broadcast Group regarding the process for nomination of approved Board applicants as officers. This Action was taken as a point of order correction to a July vote for which a motion was not recorded.

ACCEPT COMMITTEE REPORTS

Motion by Director Sitzer, seconded by Director Sharkey, and carried unanimously, 9-0-0-0, accepting the committee reports as submitted.

PRESENTATION OF BOARD CANDIDATES

Regina Wilson summarized her application included in the Board Packet. Regine is a KVMR Broadcaster and volunteer who wants to contribute more, feels her experience will fit in well and is looking forward to seeing how the station functions. Regina has been involved with many non-profits, including running and working on them and was a founding Member of Nevada City Cohousing, in which she continues.

Del Rae Phoenix summarized their application included in the Board Packet. Del highlighted their in-depth experience with KVMR, dating back to 2008, with participation on various committees, prior service on the Board of Directors and involvement in many events. They participated in the creation of the Board Packet used in each Regular Board Meeting. Del is a current Broadcaster and is looking forward to returning to governance of the station.

Peter Grossman summarized his application included in the Board Packet. Being relatively new to the area, he is looking for community involvement that can best utilize his extensive Non- and For-Profit business leadership experience. In college days he was a disk-jockey, music director and manager of a major college's radio station and has been a continuing fan of non-profit radio. He is ready to "roll up his sleeves" and put his "money-making" experience to work for KVMR.

PRESIDENT'S REPORT

President Franco highlighted the drastic changes that the station has had to make both in production and revenue generation. The focus has been on "Safe, Secure and Stability" and stated that the General Manager has done a "remarkable" job reviewing policies, adapting and showing creativity. They have been communicating with radio the message of change that will continue forever.

GENERAL MANAGER'S REPORT

GM Lightfoot reported that an Emergency Broadcast Forum was held with the broadcasters discussing how to perform in an emergency. This proved to be extremely timely due to the fire nearly immediately following. The fire challenge went very well. The news team was able to provide top of the hour reporting for 4 days straight. This response to the fire emergency disaster was more organized than ever before.

The staff has looked into the evacuation plan and has created a tiered list of items to be removed from site in an evacuation and the method of that evacuation of materials. Additional research is being done into remote broadcasting necessary in an evacuation. Discussion ensued regarding details for preparedness and the existence of data and file back-up.

The Code of Ethics has been finalized, and staff has already signed it. The Code of Ethics will be reviewed at the August Broadcaster Forum in advance of sending it out for broadcasters to sign.

Interviews have gone well and are continuing for the assistant producer and digital assistant with good candidates.

Discussions were held regarding future restructure of the news department and training of news volunteers. The GM outlined some potential changes to be made and expansion of coverage.

Grants have continued to be a focus with personnel devoted to the creation of timely application for them. Two are in application specifically for emergency and Covid-related usage with many more grants and relief funds coming available.

Something special is being discussed targeting sustaining members with possible well-known speakers. Director Parker offered to meet with the GM and assist in connecting with possible speakers.

The GM highlighted the few changes that have been made in the draft budget, and with Director Boyle, outlined the differences between the prior year and proposed budget which has been approved by the Financial Review Committee.

Motion to approve the 2020-2021 Budget was made by Director Boyle, seconded by Director Brenner and carried unanimously 9-0-0-0.

Director Brenner brought forth a request for Board Action to purchase emergency preparedness equipment, as specifically outlined in the Board Packet, utilizing funds from reserves. It is expected that the reserve funds can be replenished from grants, if received, or from a possible surplus at fiscal year end.

Motion by Director Sitzer to approve the expenditure of \$20,000 for emergency equipment not included in the current year's budget to be paid from reserves, seconded by Director Bradey, and carried unanimously, 9-0-0-0.

BOARD COMMITTEE REPORTS

BOARD DEVELOPMENT COMMITTEE (BDC)

Director Sitzer reported that there are 7 active applicants for the 7 open Board positions. The Board will receive all of the applications for review prior to the September Regular Board Meeting at which the vote for appointment will be held.

Director Brenner brought forth a request for Board Action regarding a proposed revision of Board Policy #5 in reference to limitation of Broadcaster Board Member roles in the Executive Committee (EC) and their participation in the General Manager's (GM) annual review. The proposed revision, together with other non-substantive revisions set forth in the Draft Board Policy #5 included in the Board Packet prepared for the subject meeting, is as follows:

"If the EC Chair is a broadcaster, a non-broadcaster EC member will fully participate in EC collaborations with the GM and draft the GM's annual performance review."

Motion by Director Brenner to accept the Draft Policy #5 as presented to the Board, seconded by Director Sitzer and carried unanimously, 9-0-0-0.

Director Leydon has resigned from the Board leaving two Volunteer-elected seats open, rather than the announced single seat to be filled by Director Sharkey, running unopposed. The number of seats open is required to be announced in accordance with the Bylaws. Therefore, the Board was asked to approve the addition of Volunteer Seat #2 to the ballot for the volunteer election to be held September 2, 2020. Board Candidate Del Phoenix-Wilcox, who met the submission date deadline requirements, was asked if they would be willing to stand for Volunteer Seat #2, which they agreed to do.

Motion by Director Brenner to approve the addition of Volunteer Seat #2 to the ballot, seconded by Director Sitzer and carried unanimously 9-0-0-0.

Director Brenner summarized for the Board, BOARDnetWORK, the web-based program offered free through our membership in the Non-Profit Insurance Alliance. It can be accessed by every Board Member and others authorized, used to maintain a Board and committee calendar and to house documents for upcoming and prior meetings, store Board and Committee records, provide resources for governance and much more. Director Brenner has found it to be “user-friendly” and a product overview was provided in the Board Packet.

Motion by Director Sitzer for the Board to utilize BOARDnetWORK going forward, seconded by Director Sharkey and carried unanimously, 9-0-0-0.

FINANCIAL REVIEW COMMITTEE (FRC)

Treasurer Boyle reported that July net income was slightly under budget, but a modest budget surplus is expected at year end.

The KVMR insurance agent has reviewed existing coverage and found it adequate stating that rates most likely will not increase at the January 1, 2021, renewal.

The FRC is looking at the financial reporting formats to the Board and invites any questions. Director Sitzer suggested that an executive summary, which points to any “red flags”, would be helpful.

STATION DEVELOPMENT COMMITTEE (SDC)

Director Sharkey reported that the SDC met in August, performed a review of the accomplishments and role of the SDC according to the Bylaws. Director Sharkey will reach out to local high schools to develop contacts with teachers interested in digital media projects for follow-up by the GM. Director Sitzer offered to assist, as he is a former teacher who knows the superintendent and high school personnel. Director Galindo will be joining the SDC.

FUND DEVELOPMENT COMMITTEE (FDC)

Director McIntire reported that the FDC members are going to make phone calls to thank sustaining members. Other Board members are encouraged to assist, since there are about 900 sustainers. A lecture series is being considered that would be for sustaining members only. The next pledge drive will be in early October. The Board discussed possible themes with “Power to the People” suggested. The drive in movie did not raise much money, but it was fun and with a moderate cost of \$1,000.

EXECUTIVE COMMITTEE (EC).

Secretary Brenner reported that regular meetings with GM continue. The EC and GM have been working with the effects of Covid-19. The access easement, for the transmitter site on Banner Mountain, has been recorded by the County Clerk.

September 28th will be the final meeting of this Board. At this meeting, the Board will vote on the Board elected candidates as well as the Board officers. All officer nominations are due, in writing to the Secretary, by August 31, 2020. A ballot will be forthcoming thereafter.

Director Sitzer questioned as to how voting may be held. Director Brenner confirmed that the Board elected seats can be voted by absentee ballot.

ADJOURNMENT

Motion by Director Sitzer, seconded by Director Brady, and carried unanimously, 9-0-0-0, to adjourn the meeting.

Meeting adjourned at 8:15 p.m.

Next Board Meeting: September 28, 2020, 6:30 p.m.
Virtual meeting via Zoom Meeting Application